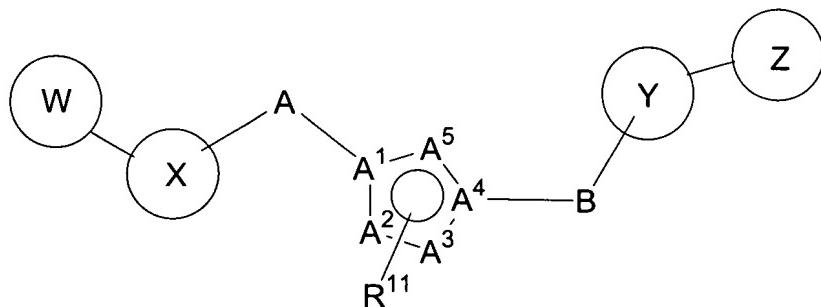


**Amendments to the Claims:**

1. (currently amended) A compound represented by Formula (I):



(I)

or a pharmaceutically acceptable salt thereof, wherein:

Y is aryl and X is heteroaryl containing N, X and Y each independently is aryl or heteroaryl wherein at least one of X and Y is a heteroaryl with said N in said heteroaryl adjacent to the position of attachment to A or B respectively;

three of A<sup>1</sup>, A<sup>2</sup>, A<sup>3</sup>, A<sup>4</sup>, and A<sup>5</sup> are N, the remaining are C, and one but not both of A<sup>1</sup> and A<sup>4</sup> must be N, but not both A<sup>1</sup> and A<sup>4</sup> are N;

W is -C<sub>3</sub>-7cycloalkyl, -heteroC<sub>3</sub>-7cycloalkyl, -C<sub>0</sub>-6alkylaryl, or -C<sub>0</sub>-6alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1</sub>-6alkyl, -C<sub>1</sub>-6alkenyl, -C<sub>1</sub>-6alkynyl, -OR<sup>1</sup>, -NR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -N(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -NR<sup>1</sup>COR<sup>2</sup>, -NR<sup>1</sup>CO<sub>2</sub>R<sup>2</sup>, -NR<sup>1</sup>SO<sub>2</sub>R<sup>4</sup>, -NR<sup>1</sup>CONR<sup>2</sup>R<sup>3</sup>, -SR<sup>4</sup>, -SOR<sup>4</sup>, -SO<sub>2</sub>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>1</sup>R<sup>2</sup>, -COR<sup>1</sup>, -CO<sub>2</sub>R<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)R<sup>2</sup>, or -C(=NOR<sup>1</sup>)R<sup>2</sup> substituents;

X is optionally substituted with 1-7 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1</sub>-6alkyl, -C<sub>2</sub>-6alkenyl, -C<sub>2</sub>-6alkynyl, -OR<sup>1</sup>, -NR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -N(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -NR<sup>1</sup>COR<sup>2</sup>, -NR<sup>1</sup>CO<sub>2</sub>R<sup>2</sup>, -NR<sup>1</sup>SO<sub>2</sub>R<sup>4</sup>, -NR<sup>1</sup>CONR<sup>2</sup>R<sup>3</sup>, -SR<sup>4</sup>, -SOR<sup>4</sup>, -SO<sub>2</sub>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>1</sup>R<sup>2</sup>, -COR<sup>1</sup>, -CO<sub>2</sub>R<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)R<sup>2</sup>, or -C(=NOR<sup>1</sup>)R<sup>2</sup> substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the -C<sub>1</sub>-6alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C<sub>1</sub>-6alkyl, -O(C<sub>0</sub>-6alkyl), -O(C<sub>3</sub>-7cycloalkyl), -O(aryl), -O(heteroaryl), -N(C<sub>0</sub>-6alkyl)(C<sub>0</sub>-6alkyl), -N(C<sub>0</sub>-6alkyl)(C<sub>3</sub>-7cycloalkyl), or -N(C<sub>0</sub>-6alkyl)(aryl) groups;

R<sup>1</sup>, R<sup>2</sup>, and R<sup>3</sup> each independently is -C<sub>0-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -O(heteroaryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), or -N(C<sub>0-6</sub>alkyl)(aryl) substituents;

R<sup>4</sup> is -C<sub>1-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -O(heteroaryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), or -N(C<sub>0-6</sub>alkyl)(aryl) substituents;

A is ~~C<sub>0-4</sub>alkyl-C<sub>0-4</sub>alkyl, C<sub>0-2</sub>alkyl-SO-C<sub>0-2</sub>alkyl, C<sub>0-2</sub>alkyl-SO<sub>2</sub>-C<sub>0-2</sub>alkyl,~~  
~~C<sub>0-2</sub>alkyl-CO-C<sub>0-2</sub>alkyl, C<sub>0-2</sub>alkyl-NR<sup>9</sup>CO-C<sub>0-2</sub>alkyl, C<sub>0-2</sub>alkyl-NR<sup>9</sup>SO<sub>2</sub>-C<sub>0-2</sub>alkyl~~ or ~~heteroC<sub>0-4</sub>alkyl~~;

Y is optionally substituted with 1-7 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl, -C<sub>2-6</sub>alkynyl, -OR<sup>5</sup>, -NR<sup>5</sup>R<sup>6</sup>, -C(=NR<sup>5</sup>)NR<sup>6</sup>R<sup>7</sup>, -N(=NR<sup>5</sup>)NR<sup>6</sup>R<sup>7</sup>, -NR<sup>5</sup>COR<sup>6</sup>, -NR<sup>5</sup>CO<sub>2</sub>R<sup>6</sup>, -NR<sup>5</sup>SO<sub>2</sub>R<sup>8</sup>, -NR<sup>5</sup>CONR<sup>6</sup>R<sup>7</sup>, -SR<sup>8</sup>, -SOR<sup>8</sup>, -SO<sub>2</sub>R<sup>8</sup>, -SO<sub>2</sub>NR<sup>5</sup>R<sup>6</sup>, -COR<sup>5</sup>, -CO<sub>2</sub>R<sup>5</sup>, -CONR<sup>5</sup>R<sup>6</sup>, -C(=NR<sup>5</sup>)R<sup>6</sup>, or -C(=NOR<sup>5</sup>)R<sup>6</sup> substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the -C<sub>1-6</sub>alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -O(heteroaryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), or -N(C<sub>0-6</sub>alkyl)(aryl) groups;

R<sup>5</sup>, R<sup>6</sup>, and R<sup>7</sup> each independently is -C<sub>0-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -O(heteroaryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), or -N(C<sub>0-6</sub>alkyl)(aryl) substituents;

R<sup>8</sup> is -C<sub>1-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, heteroaryl, or aryl; optionally substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -O(heteroaryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), or -N(C<sub>0-6</sub>alkyl)(aryl) substituents;

B is ~~-C<sub>0-4</sub>alkyl -C<sub>0-4</sub>alkyl, C<sub>0-2</sub>alkyl SO-C<sub>0-2</sub>alkyl, C<sub>0-2</sub>alkyl SO<sub>2</sub>-C<sub>0-2</sub>alkyl,~~  
~~-C<sub>0-2</sub>alkyl CO-C<sub>0-2</sub>alkyl, C<sub>0-2</sub>alkyl NR<sup>10</sup>CO-C<sub>0-2</sub>alkyl, C<sub>0-2</sub>alkyl NR<sup>10</sup>SO<sub>2</sub>-C<sub>0-</sub>~~  
~~2alkyl, or heteroC<sub>0-4</sub>alkyl;~~

R<sup>9</sup> and R<sup>10</sup> each independently is -C<sub>0-6</sub>alkyl, -C<sub>3-7</sub>cycloalkyl, heteroaryl, or aryl; any of which is optionally substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -O(heteroaryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), -N(C<sub>0-6</sub>alkyl)(aryl) substituents;

Z is -C<sub>3-7</sub>cycloalkyl, -heteroC<sub>3-7</sub>cycloalkyl, -C<sub>0-6</sub>alkylaryl, or -C<sub>0-6</sub>alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>1-6</sub>alkenyl, -C<sub>1-6</sub>alkynyl, -OR<sup>1</sup>, -NR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -N(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -NR<sup>1</sup>COR<sup>2</sup>, -NR<sup>1</sup>CO<sub>2</sub>R<sup>2</sup>, -NR<sup>1</sup>SO<sub>2</sub>R<sup>4</sup>, -NR<sup>1</sup>CONR<sup>2</sup>R<sup>3</sup>, -SR<sup>4</sup>, -SOR<sup>4</sup>, -SO<sub>2</sub>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>1</sup>R<sup>2</sup>, -COR<sup>1</sup>, -CO<sub>2</sub>R<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)R<sup>2</sup>, or -C(=NOR<sup>1</sup>)R<sup>2</sup> substituents;

R<sup>11</sup> is halogen, -C<sub>0-6</sub>alkyl, -C<sub>0-6</sub>alkoxyl, =O, =N(C<sub>0-4</sub>alkyl), or -N(C<sub>0-4</sub>alkyl)(C<sub>0-4</sub>alkyl);

any alkyl optionally substituted with 1-5 independent halogen substituents;

any N optionally is may be an N-oxide;

and one of W and Z is optionally absent.

2. (previously presented) The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

X is 2-pyridyl optionally substituted with 1-4 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1-6</sub>alkyl, -C<sub>2-6</sub>alkenyl, -C<sub>2-6</sub>alkynyl, -OR<sup>1</sup>, -NR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -N(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -NR<sup>1</sup>COR<sup>2</sup>, -NR<sup>1</sup>CO<sub>2</sub>R<sup>2</sup>, -NR<sup>1</sup>SO<sub>2</sub>R<sup>4</sup>, -NR<sup>1</sup>CONR<sup>2</sup>R<sup>3</sup>, -SR<sup>4</sup>, -SOR<sup>4</sup>, -SO<sub>2</sub>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>1</sup>R<sup>2</sup>, -COR<sup>1</sup>, -CO<sub>2</sub>R<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)R<sup>2</sup>, or -C(=NOR<sup>1</sup>)R<sup>2</sup> substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to X; wherein the -C<sub>1-6</sub>alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C<sub>1-6</sub>alkyl, -O(C<sub>0-6</sub>alkyl), -O(C<sub>3-7</sub>cycloalkyl), -O(aryl), -O(heteroaryl), -N(C<sub>0-6</sub>alkyl)(C<sub>0-6</sub>alkyl), -N(C<sub>0-6</sub>alkyl)(C<sub>3-7</sub>cycloalkyl), or -N(C<sub>0-6</sub>alkyl)(aryl) groups.

3. (previously presented) The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

Y is phenyl optionally substituted with 1-5 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1</sub>-6alkyl, -C<sub>2</sub>-6alkenyl, -C<sub>2</sub>-6alkynyl, -OR<sup>5</sup>, -NR<sup>5</sup>R<sup>6</sup>, -C(=NR<sup>5</sup>)NR<sup>6</sup>R<sup>7</sup>, -N(=NR<sup>5</sup>)NR<sup>6</sup>R<sup>7</sup>, -NR<sup>5</sup>COR<sup>6</sup>, -NR<sup>5</sup>CO<sub>2</sub>R<sup>6</sup>, -NR<sup>5</sup>SO<sub>2</sub>R<sup>8</sup>, -NR<sup>5</sup>CONR<sup>6</sup>R<sup>7</sup>, -SR<sup>8</sup>, -SOR<sup>8</sup>, -SO<sub>2</sub>R<sup>8</sup>, -SO<sub>2</sub>NR<sup>5</sup>R<sup>6</sup>, -COR<sup>5</sup>, -CO<sub>2</sub>R<sup>5</sup>, -CONR<sup>5</sup>R<sup>6</sup>, -C(=NR<sup>5</sup>)R<sup>6</sup>, or -C(=NOR<sup>5</sup>)R<sup>6</sup> substituents, wherein optionally two substituents are combined to form a cycloalkyl or heterocycloalkyl ring fused to Y; wherein the -C<sub>1</sub>-6alkyl substituent, cycloalkyl ring, or heterocycloalkyl ring each optionally is further substituted with 1-5 independent halogen, -CN, -C<sub>1</sub>-6alkyl, -O(C<sub>0</sub>-6alkyl), -O(C<sub>3</sub>-7cycloalkyl), -O(aryl), -O(heteroaryl), -N(C<sub>0</sub>-6alkyl)(C<sub>0</sub>-6alkyl), -N(C<sub>0</sub>-6alkyl)(C<sub>3</sub>-7cycloalkyl), or -N(C<sub>0</sub>-6alkyl)(aryl) groups.

4. (currently amended) The compound according to Claim 1, or a pharmaceutically acceptable salt thereof, wherein:

Z is -C<sub>0</sub>-6alkylheteroaryl optionally substituted with 1-7 independent halogen, -CN, NO<sub>2</sub>, -C<sub>1</sub>-6alkyl, -C<sub>1</sub>-6alkenyl, -C<sub>1</sub>-6alkynyl, -OR<sup>1</sup>, -NR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -N(=NR<sup>1</sup>)NR<sup>2</sup>R<sup>3</sup>, -NR<sup>1</sup>COR<sup>2</sup>, -NR<sup>1</sup>CO<sub>2</sub>R<sup>2</sup>, -NR<sup>1</sup>SO<sub>2</sub>R<sup>4</sup>, -NR<sup>1</sup>CONR<sup>2</sup>R<sup>3</sup>, -SR<sup>4</sup>, -SOR<sup>4</sup>, -SO<sub>2</sub>R<sup>4</sup>, -SO<sub>2</sub>NR<sup>1</sup>R<sup>2</sup>, -COR<sup>1</sup>, -CO<sub>2</sub>R<sup>1</sup>, -CONR<sup>1</sup>R<sup>2</sup>, -C(=NR<sup>1</sup>)R<sup>2</sup>, or -C(=NOR<sup>1</sup>)R<sup>2</sup> substituents; R<sup>11</sup> is halogen, -C<sub>0</sub>-6alkyl, -C<sub>0</sub>-6alkoxyl, =O, =N(C<sub>0</sub>-4alkyl), or -N(C<sub>0</sub>-4alkyl)(C<sub>0</sub>-4alkyl);

5. (currently amended) A The compound according to Claim 1, selected from the group consisting of

2-[4-(3-Methoxy-4-pyridin-2-ylphenyl)-2H-1,2,3-triazol-2-yl]pyridine;  
2-[4-(3-methoxy-4-pyridin-2-ylphenyl)-1H-1,2,3-triazol-1-yl]pyridine;  
2-[4-(3-pyridin-2-ylphenyl)-1H-1,2,3-triazol-1-yl]pyridine;  
2-[4-(3-pyridin-2-ylphenyl)-2H-1,2,3-triazol-2-yl]pyridine;  
2-[4-(3-pyridin-3-ylphenyl)-1H-1,2,3-triazol-1-yl]pyridine;  
2-[4-(3-pyridin-3-ylphenyl)-2H-1,2,3-triazol-2-yl]pyridine;  
2-[4-(3-fluoro-4-pyridin-2-ylphenyl)-1H-1,2,3-triazol-1-yl]pyridine;  
2-[4-(3-fluoro-4-pyridin-2-ylphenyl)-2H-1,2,3-triazol-2-yl]pyridine;

2-[2-methoxy-4-(5-methyl-1-pyridin-2-yl-1*H*-1,2,3-triazol-4-yl)phenyl]pyridine; and  
2-[2-methoxy-4-(5-methyl-2-pyridin-2-yl-2*H*-1,2,3-triazol-4-yl)phenyl]pyridine; -

or a pharmaceutically acceptable salt thereof.

6. (previously presented) A pharmaceutical composition comprising: a therapeutically effective amount of the compound according to claim 1, or a pharmaceutically acceptable salt thereof; and a pharmaceutically acceptable carrier.

7. (canceled)

8. (canceled)

9. (canceled)

10. (canceled)

11. (canceled)

12. (canceled)